

EXHIBIT D



MILLER BUCKFIRE

Invoice

**601 Lexington Ave., 22nd Fl.
New York, NY 10022**

Date	Invoice #
11/23/2010	1895

Bill To

General Growth Properties, Inc.
110 N Wacker Drive
Chicago, IL 60606
Attn: Edmund J. Hoyt
Sr. VP & Chief Accounting Officer

Description	Amount
Monthly Financial Advisory Fee for September 2010, pursuant to paragraph 2(d) of the amended and restated engagement letter dated August 11, 2009	350,000.00
For out-of-pocket expenses pursuant to paragraph 3 of the amended and restated engagement letter dated August 11, 2009	3,849.78
Less: Credit for Expenses Included on Third Interim Fee Application	-758.00
Wiring Instructions: HSBC ABA 021001088 Account Name: Miller Buckfire & Co., LLC Account # 134758765 Ref: Your Company Name Remittance Instructions: Miller Buckfire & Co., LLC 601 Lexington Ave., 22nd Fl New York, NY 10022 Attn: Michael Elpern	
Tax ID # 02-0613709	Total \$353,091.78